

**APFA
SPECIAL BOARD OF DIRECTORS MEETING
MAY 29, 2003**

*Sheraton Grand Hotel
Irving, Texas 75063*

Y = Yes
N = No
P = Pass
A = Abstain
N/A = Absent
PXY = Proxy Vote

Resolution Tally Sheet

Resolution: #2

Maker: Ward

Second: Watson

Date: 5/29/03

Time: 1156

		Y	N	P	A	N/A
BOS	Carrigan	√				
BOSI	Vargas (V.Chair)		√			
DCA	Weston				√	
DCAI	Harrison (V.Chair)		√			
DFW	O'Kelley	√				
IDF	Watson	√				
JFK	Nasca	√				
LAX	Nikides				√	
LAXI	Mitchell	√				
LGA	Hodgson (V. Chair)	√				
MIA	Washbish	√				
IMA	Trautman	√				
ORD	Mallon	√				
IOR	Moehring	√				
RDUI	Turley	√				
SFO	Syracuse	√				
SFOI	LeWinter	√				
STL	Cooper				√	
PRES	Ward (Tie Breaker)					

YES: 13

NO: 2

ABSTAIN: 3

ABSENT:

STATUS: PASSED (√)

FAILED ()

TABLED ()

WITHDRAWN ()

WHEREAS, as part of the APFA-American Restructuring Agreement, the Company agreed to implement an Equity Plan pursuant to which it would grant options to Company employees to acquire approximately 37,880,000 shares of AMR common stock, as set forth in Attachment O to the Restructuring Agreement; and

**APFA
Special Board of Directors Meeting
May 29, 2003
Page 2
Resolution #2**

WHEREAS, the grant date of the options was April 17, 2003; and

WHEREAS, as provided in Attachment O, in order to be eligible to receive options under the Equity Plan, an employee must have been on active status, or on leave of absence with reinstatement rights, on the date on which the options were granted; and

WHEREAS, pursuant to Attachment O, APFA is to provide AMR with an allocation statement or formula for allocation of the options within the flight attendant group, and the Company has extended until May 29, 2003, the time for APFA to provide this allocation statement or formula; and

WHEREAS, the APFA Board of Directors, in the exercise of its discretion and best judgment, has determined that the most appropriate allocation formula would be to divide the options for flight attendants equally among all flight attendants who are eligible to receive options under the Equity Plan.

THEREFORE BE IT RESOLVED, that the options granted under the Equity Plan to the flight attendant group to acquire shares of AMR common stock shall be divided equally among all flight attendants who are eligible to receive options under the Equity Plan (i.e., among all flight attendants on active status or on leave of absence with reinstatement rights as of April 17, 2003).